

TRINITY INDUSTRIES LEASING COMPANY (Series 9-2)

Equipment Trust, Series 9 RECORDATION NO. 17848-H FILED 1995

Bill of Sale

MAR 21 1995 - 3 10 PM

THIS AGREEMENT, dated the 17th day of March, 1995, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Second Supplement to Equipment Trust Agreement dated as of March 17, 1995, supplementing and amending the Equipment Trust Agreement dated as of June 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Eighty Four (84) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:

K. W. Lewis
Senior Vice President

[SEAL]

ATTEST:

Nail D Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 17th day of March, 1995 before me, personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:

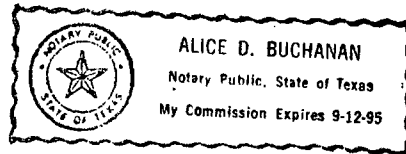


EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994 between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
84	2,950 cu.ft. Lo Covered Hopper Cars	ERCX 9400-9483

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
84 Hopper Cars	Lo	2,950 cu.ft.	ERCX 9400-9483	12/94